

BY-LAWS

BOARD OF DIRECTORS

PUREVIEW HEALTH CENTER, INCORPORATED

ARTICLE I: PURPOSE

PureView Health Center Mission Statement:

To Provide Quality, Comprehensive Healthcare With Comfort

To provide comprehensive primary health care to the medically underserved population of Lewis and Clark County, Montana, through PureView Health Center in accordance with the requirements set forth in 42 U.S.C. 254c(e)(3)(G), and in cooperation with and under the fiscal and personnel, statutory and administrative authorities of Lewis and Clark County as co-applicant in accordance with 42 C.F.R. 51c.302(a).

ARTICLE II: GENERAL POWERS AND DUTIES

Section 1: PureView Health Center Governing Board is responsible for the daily operations of PureView Health Center, except for those fiscal and personnel, statutory and administrative authorities of - Lewis and Clark County. Specifically, the PureView Health Center Governing Board is responsible for:

- A. Making all program and policy decisions effecting the delivery of services, with the exception of such fiscal and personnel decisions as are within the purview of - Lewis and Clark County as set forth by federal code for co-applicant governance.
- B. Setting and approving annual budget;
- C. Reviewing, modifying, and approving the Continuation Grant Application;
- D. Approving, hiring, and dismissing the PureView Health Center Executive Director. -

ARTICLE III: MEMBERSHIP

Section 1: Board Formation. The Board will be formed in accordance with federal rules for co-applicant governance of federally funded community health centers as set forth in 42 CFR 51c.302(a).

Section 2: Board Membership. The Board will consist of no less than nine and no more than twelve persons, a majority of whom shall be consumers of services of the PureView Health Center. As a group, the consumer Board members must reasonably represent the individuals serviced by the center in terms of factors such as ethnicity, race, sex, age, and economic status. No more than one half of the non-consumer Board Members may earn more than 10% of their income from the health care industry as prescribed by federal law. No Board member shall be an employee or a family member of an employee of the PureView Health Center. The Board shall confirm - one member to represent each of our satellite clinics (as required by HRSA), and one member from the Board of County Commissioners of Lewis and Clark County.

Section 3: Conflicts of Interest. Each member of the Board is required to fully disclose any business or professional activity which could form or have the appearance of forming the basis for a conflict of interest to their position on the Board. The Board shall consider such disclosures and take appropriate actions, as required. Failure to fully disclose as required by the Article is cause for removal from office.

Section 4: Terms of Office. Members of the Board shall serve three-year terms with one-third of the membership up for re-appointment every year. Terms will begin at the conclusion of the annual meeting in October. Terms shall be limited to two consecutive terms.

Section 5: Vacancies. Vacancies will be filled by a majority vote of the membership from a slate of nominees prepared by the nominating committee and presented at least one meeting previous to the vote. Nominees will be chosen to represent, as closely as possible, the - make-up of the membership as described in Section 2.

Section 6: Ex-Officio Members. The Board may have ex-officio members who will have all the privileges and responsibilities of membership except for voting privileges.

Section 7: Compensation. Members shall serve without compensation, except that reasonable expenses shall be paid when travel or other activities occur as a result of Board action.

ARTICLE IV: MEETINGS

Section 1: Annual Meeting. The October meeting of the Board shall be the annual meeting.

Section 2: Regular Meetings. Regular meetings of the Board shall be held at least monthly, at a time and place designated by the Board. Meetings may also be held during telephone conference call.

Section 3: Special Meetings. Special meetings may be called by the chair or by the majority of the Board by giving two days written - notice.

Section 4: Quorum. A quorum shall be constituted by a simple majority of the Board in attendance.

Section 5: Voting. All questions at meetings of the Board shall be decided by majority vote of those entitled to vote and present in person at the meeting. Each member is entitled to one vote.

Section 6: Termination. Membership on the Board may be terminated by a member's resignation or by resolution of the Board after any member has missed more than three (3) meetings without good reason or by two-thirds vote of the Board whenever, in its Judgment, the best interest of the Center will be served. The chair will contact any member who has missed three (3) meetings.

Section 7: Open Meeting Law. All meetings shall be conducted in accordance with Montana state open meeting law.

ARTICLE V: OFFICERS

Section 1: Officers. The officers of the Board shall consist of the chair, vice-chair, secretary and treasurer and such other officers as may be determined by the Board. The positions of secretary and treasurer may be held simultaneously by the same Board member.

Section 2: Chair. The chair shall be selected from the Board and shall preside over all meetings of the Board. The chair shall be kept advised of the general affairs of the PureView Health Center and ensure that all orders, resolutions and policies of the Board are implemented. The chair shall have the usual powers and duties customarily vested in the office of chair of the Board and shall perform other duties as may be assigned to the chair by the Board.

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Section 3: Vice-Chair. The vice-chair shall perform the duties of the chair when the chair is absent, and when so acting shall have all the power and be subject to all restrictions upon the chair. The vice-chair shall also perform such other duties as may be assigned by the Board.

Section 4-: Secretary. The secretary shall attend all meetings of the Board and shall be responsible for maintaining the minutes of the proceedings of such meetings. The secretary shall perform other duties delegated by the Board.

Section 5-: Treasurer. The treasurer shall monitor and report quarterly on the program accounts and funds and may act as secretary in the secretary's absence and perform other duties as assigned by the Board.

Section 6-: Elections. Officers shall be elected from a slate prepared by the Nominating Committee and presented at least one meeting prior to the election. Elections will be held no later than October each year at a location to be named by the Board.

Section 7-: Term of Office. Terms of office shall be one year, and no member may hold the same office more than three full terms after the date of acceptance of these By-laws. The officers shall begin filling their term of office at the conclusion of the annual meeting in October of each year.

ARTICLE VI: COMMITTEES

Section 1: General. The chair shall appoint committee members and designate a chairperson. The chairperson and all of the members of each committee shall hold office for one year or until their successors are appointed and approved. The chairperson of a committee shall have the authority to fill any vacancies that occur on the committee for the remainder of the year. All committees of the Board shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties. -

Section 2: Executive Committee. The Board of Directors shall by resolution appoint an Executive Committee consisting of the chair, vice-chair, secretary and treasurer, and immediate past-chair. The past-chair's term on the executive committee shall be limited to one year after stepping down from the office of chair. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors, except the power to add to, amend or repeal these By-laws. The Executive Committee will also serve as the Nominating Committee.

Section 3: Other Committees. From time to time, the chair of the Board of Directors may designate from among its members one or more standing or special committees, each of which to the extent provided in the resolution establishing such committee, shall

have and may exercise all of the authority of the Board of Directors, except as prohibited by statute. Board committees shall report briefly on their activities at each Board meeting-

ARTICLE VII: AMENDMENTS

The Board may amend the By-laws by a majority vote at a regular or special meeting, provided prior written notice of such an amendment has been given ten days in advance. Any such proposed amendments should be offered at the regular meeting immediately preceding the meeting at which a vote is to be taken. No By-laws may be adopted that are in conflict with state or federal laws, specifically those which govern federally-funded Community Health Centers.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

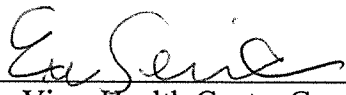
ARTICLE IX: Dissolution

The Center may be dissolved and the plan of distribution adopted upon the two-thirds (2/3) vote of the Board of Directors. Upon such dissolution, the assets of the Center, subject to applicable statutory requirements and any regulations of any grant authority, shall be applied and distributed as follows:

- a. All liabilities and obligations of the Center shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- b. Assets held by the Center upon conditions requiring return, transfer or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- c. All other assets shall be transferred to such organizations as in its judgment have purposes most closely allied to those of this Center; however, that the transferee organization or organizations shall then be qualified, tax-exempt charitable organizations under Section 501 (c) of the Internal Revenue Code or its successor provisions and that the donations shall also be deductible under Sections 170 (c), 2055 and 2522 of the Internal Revenue Code or their successor provisions.

The parliamentary authority of the Board shall be Roberts Rules of Order, Revised.

Amended: 09/19/00, 10/15/07, 11/17/09, 12/31/09, 1/4/10, 8/20/14, 9/16/15, 8/24/16



Chair, PureView Health Center Governing Board